

SAIA INC
Form 8-K
May 01, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

April 27, 2015

Saia, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-49983

48-1229851

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

11465 Johns Creek Parkway, Suite 400, Johns
Creek, Georgia

30097

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

770-232-5067

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.07 Submission of Matters to a Vote of Security Holders

On April 27, 2015, Saia, Inc. held its Annual Meeting of Stockholders. The matters listed below were submitted to a vote of Saia's stockholders through the solicitation of proxies, and the proposals are described in detail in Saia's Proxy Statement. The results of the stockholder vote are as follows:

Proposal 1 Election of Directors

The following individuals were elected to serve as Class II directors to hold office until the 2018 Annual Meeting of Stockholders and until their successors are elected and qualified.

| Director Nominee | For | Against | Abstain | Broker Non-Votes |
|-------------------------------|------------|---------|---------|------------------|
| William F. Evans | 22,774,941 | 39,713 | 16,914 | 757,893 |
| Herbert A. Trucksess, III | 21,956,111 | 859,841 | 15,616 | 757,893 |
| Jeffrey C. Ward | 22,747,564 | 62,449 | 21,555 | 757,893 |
| Continuing Directors ----- | | | | |
| Linda J. French | | | | |
| John J. Holland | | | | |
| Richard D. O Dell | | | | |
| Björn E. Olsson | | | | |
| Douglas W. Rockel | | | | |

Proposal 2 Approve the Annual Cash Bonus Plan

Our stockholders approved the Annual Cash Bonus Plan disclosed in the Proxy Statement.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 22,446,687 | 369,600 | 15,281 | 757,893 |

Proposal 3 Advisory Vote on Executive Compensation

Our stockholders approved, on an advisory basis, the compensation of the Named Executive Officers disclosed in the Proxy Statement.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 22,437,446 | 378,963 | 15,159 | 757,893 |

Proposal 4 Ratification of the Appointment of KPMG LLP as Saia's Independent Registered Public Accounting Firm for Fiscal Year 2015

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Our stockholders ratified the appointment of KPMG LLP to serve as Saia's independent registered public accounting firm for the 2015 fiscal year.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|---------------------|
| 23,185,307 | 380,077 | 24,077 | 0 |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Saia, Inc.

April 30, 2015

By: Stephanie R. Maschmeier

Name: Stephanie R. Maschmeier

Title: Controller and Principal Accounting Officer